

Exhibit A
Proposed Order

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas & Electric Company
☐ Affects both Debtors
* *All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO
11 U.S.C §§ 363(b) AND 105(a) AND FED. R.
BANKR. P. 9019 AND 6004 FOR AN ORDER
APPROVING SETTLEMENT AGREEMENT
RESOLVING LOCATE AND MARK OII**

1 Upon the Motion, dated April 8, 2020 [Docket No. ____] (the “**Motion**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 363(b) and 105(a) of title 11 of the United States Code (the “**Bankruptcy**
5 **Code**”) and Rules 9019 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**
6 **Rules**”), for an order approving the Settlement Agreement, dated October 3, 2019 (the “**Settlement**
7 **Agreement**”), by and among Pacific Gas and Electric Company (“**PG&E**”), the Safety and Enforcement
8 Division (“**SED**”) of the California Public Utilities Commission (“**CPUC**”), and the Coalition of
9 California Utility Employees (“**CUE**”) (collectively, the “**Settling Parties**”) in the L&M OII, as more
10 fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief
11 requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and*
12 *Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy
13 Local Rules for the United States District Court for the Northern District of California; and consideration
14 of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue
15 being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and
16 determined that notice of the Motion as provided to the parties listed herein is reasonable and sufficient;
17 and it appearing that no other or further notice need be provided; and this Court having reviewed the
18 Motion and the Vallejo Declaration; and this Court having held a hearing on the Motion; and this Court
19 having determined that the legal and factual bases set forth in the Motion establish just cause for the relief
20 granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Utility,
21 its estate, creditors, shareholders, and all parties in interest; and that entry into the Settlement Agreement
22 represents a sound exercise of the Utility’s business judgment; and upon all of the proceedings had before
23 this Court and after due deliberation and sufficient cause appearing therefor,

24 **IT IS HEREBY ORDERED THAT:**

- 25 1. The Motion is granted as provided herein.

27 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms
28 in the Motion.

1 2. Pursuant to sections 363 and 105 of the Bankruptcy Code and Bankruptcy Rule 9019, the
2 Settlement Agreement, as modified by the Presiding Officer's Decision, is hereby approved in its entirety.

3 3. In accordance with the terms of the Settlement Agreement and the Presiding Officer's
4 Decision, (i) upon entry of this Order, the Utility is authorized to implement the System Enhancement
5 Investment, and (ii) the Utility shall satisfy the General Fund Claim in accordance with the time frame
6 and other provisions governing distributions set forth in a chapter 11 plan of reorganization for the Utility
7 as confirmed by this Court.

8 4. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be
9 immediately effective and enforceable upon its entry.

10 5. The Utility is authorized to take all actions necessary to effectuate the relief granted in
11 this Order.

12 6. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from
13 or related to the implementation, interpretation, or enforcement of this Order.

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15 ** END OF ORDER **
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